



**PATENT APPLICATION DECLARATION
AND POWER OF ATTORNEY**

I HEREBY DECLARE THAT:

My residence and citizenship are as stated next to my name in PART A on page two hereof.

I believe that I am the original, first and sole inventor (if one name is listed below) or one of the original, first and joint inventors (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled: **System and Method for Facilitating Asset-Based Financing in a Private Sale**, (based on Provisional Patent Application Serial No.: 60/187,629) the specification of which is being filed herewith.

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the Claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose information which is material to the examination of this application in accordance with Title 37, Code of the Federal Regulations, §1.56(a).

I hereby claim foreign priority benefits under Title 35, United States Code, §119, of any foreign application(s) for patent or inventor's certificate listed in Part B on page two hereof, and have also identified inventor's certificate having a filing date before that of the application on which priority is claimed.

I hereby claim the benefit under Title 35, United States Code, §120, of any United States applications(s), listed in Part C on page two hereof and, insofar as the subject matter of each of the Claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code, §112, I acknowledge the duty to disclose material information as defined in Title 37, Code of Federal Regulations, §1.56(a), which occurred between the filing date of the prior application and the national or PCT international filing date of this application.

I hereby declare that all statements made herein of my knowledge are true, and that all statements made on information and belief are believed by me to be true; and further, that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under §1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

I hereby appoint the following as my attorney(s) or agent(s) with full power of substitution to prosecute this application and transact all business in the United States Patent and Trademark Office connected herewith:

David I. Roche (Reg. No. 30,797) of the law firm of BAKER & McKENZIE, 130 E. Randolph Drive, Chicago, Illinois, 60601.

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PART A: Inventor Information and Signature

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Inventor's Signature:  Citizenship: U.S.

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Part B: Prior Foreign Application(s):

<u>Serial No.</u>	<u>Country</u>	<u>Day/Month/Year Filed</u>	<u>Priority Claimed?</u>
			Yes () No ()

Part C: Claim for Benefit of Filing Date of Earlier U.S. Application:

Provisional Patent Application Serial No.: 60/187,629, filed March 8, 2000.